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A PROFESSIONAL CORPORATION

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No. **MAR 2 1983**
Date.....
Fee \$...**10.00**
ICC Washington, D. C.

February 25, 1983

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

3-061A171

ALICE GOULD
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ROBERT M. SKOWRONSKI
LINDA B. MOTZ
RICHARD DEMAREST YANT

OF COUNSEL
GERALD H. PUGH

RE: Filing of Supplement Dated as of October 15, 1982
Among Exchange National Bank of Chicago, American
National Bank and Trust Company of Chicago and North
American Car Corporation.

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303 and the Commission's rules and regulations thereunder, enclosed for filing on behalf of North American Car Corporation, as a supplement to the filings under Recordation No. 9044-B, are five (5) counterparts of the following document:

Supplement dated as of October 15, 1982, by and among Exchange National Bank of Chicago, as Owner-Trustee under a Trust Agreement dated as of September 1, 1977, American National Bank and Trust Company of Chicago and North American Car Corporation.

The names and addresses of the parties to the aforementioned Supplement are:

- | | |
|-------------------|--|
| 1. Owner-Trustee: | Exchange National Bank of Chicago
Corporate Trust Department
130 South LaSalle Street
Chicago, Illinois 60603 |
| Sender and Agent: | American National Bank and Trust
Company of Chicago
Corporate Trust Department
33 North LaSalle Street
Chicago, Illinois 60601 |

RECEIVED
MAR 7 2 42 PM '83
FEE OPERATION SR.

RECORDATION NO. **9044-E**

MAR 2 1983 - 2 50 PM

INTERSTATE COMMERCE COMMISSION

PEDERSEN & HOUP

Agatha L. Mergenovich
January 12, 1983
Page Two

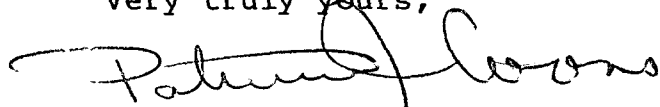
3. Lessee: North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

Please record this Supplement under Recordation No. 9044-B.
Enclosed is a check payable to the Interstate Commerce Commission in
the amount of \$10.00 to cover the recording fee for this document.

The equipment covered by the Supplement consists of 56-50' 6"
70-ton box cars, AAR Mechanical Designation: XM, with the
identification numbers specified on Exhibit A thereto.

Please stamp all counterparts of the enclosed document with your
official recording stamp. You will wish to retain one copy of the
instrument for your files. It is requested that the remaining
counterparts be returned to the undersigned.

Very truly yours,



PATRICIA J. COONS, as Agent for
North American Car Corporation

PJC/had

Enclosure(s)

Interstate Commerce Commission
Washington, D.C. 20423

3/2/83

OFFICE OF THE SECRETARY

Patricia J. Coons
Pedersen & Houpt
180 North LaSalle St.-Suite 3400
Chicago, Illinois 60601

Dear Ms. Coons

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/2/83 at 2:50pm, and assigned re-recording number(s). 9044-E

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SUPPLEMENT

RECORDATION NO. 9044-E
MAR 2 - 1983 - 2 50 PM
INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENT is made as of the 15th day of October, 1982, by and among EXCHANGE NATIONAL BANK OF CHICAGO, a national banking association, not in its individual capacity, but solely as Owner-Trustee under a Trust Agreement dated as of September 1, 1977 (hereinafter the "Owner-Trustee"), AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, acting as agent under a Participation Agreement dated as of September 1, 1977, and vendor under the Lease, as hereinafter defined (hereinafter the "Vendor"), and NORTH AMERICAN CAR CORPORATION, a Delaware corporation (hereinafter the "Lessee").

WHEREAS, the Owner-Trustee, as Lessor entered into a Lease of Railroad Equipment with Pickens Railroad Company (hereinafter "Pickens") dated as of September 1, 1977 which was filed and recorded with the Interstate Commerce Commission on October 18, 1977 as recordation number 9044-B (hereinafter the "Lease"); and

WHEREAS, the Lessee assumed all of the obligations of Pickens under the Lease pursuant to an Assumption Agreement dated as of July 16, 1980 and recorded with the Interstate Commerce Commission as Recordation Number 12134; and

→ some of the railcars subject to the Lease as specified herein (the "Units") and to execute this Supplement with the Owner-Trustee and the Vendor and to file this Supplement for recordation in connection with the Lease with the Interstate Commerce Commission, all in order to comply with the requirements of Section 5 of the Lease for so changing the identifying numbers.

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Change of Identifying Numbers for Units. The parties hereto hereby agree and acknowledge that the identifying numbers of the Units shall be changed from the identifying numbers set forth on

Schedule A to the Lease (the "Old Identifying Numbers") to new identifying numbers (the "New Identifying Numbers"), all as specified on Exhibit A attached hereto and made a part hereof; and further that the Old Identifying Numbers specified on Exhibit A shall have no further effect.

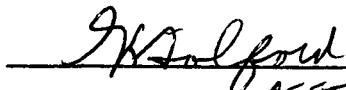
2. Filing With the Interstate Commerce Commission. The Lessee agrees that within five (5) days of execution of this Supplement it shall forward this Supplement to the Interstate Commerce Commission for filing and recordation in connection with the Lease, pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have executed this Supplement as of the day and year first above written.

EXCHANGE NATIONAL BANK OF CHICAGO,
not in its individual capacity,
but solely as Owner-Trustee
aforesaid.

By: 
First Vice President

ATTEST:


ASST. VICE PRES

AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO

By: 


(SEAL)

ATTEST:



(SEAL)

ATTEST:



NORTH AMERICAN CAR CORPORATION

By: 

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 8th day of FEBRUARY, 1983, before me personally appeared MICHAEL D. GOODMAN, to me personally know, who, being by me duly sworn, says that he is a First Vice President of EXCHANGE NATIONAL BANK OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

NOTARIAL SEAL

Carol Clifford
Notary Public

My Commission Expires: 2-26-84

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 7TH day of February, 1983, before me personally appeared R. N. Tidball, to me personally known, who, being by me duly sworn, says that he is a Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

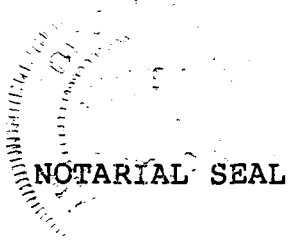
NOTARIAL SEAL

Janet H. Santarelli
Notary Public

My Commission Expires: My Commission Expires October 23, 1986

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 24th day of February, 1983, before me personally appeared Ronald B. Bremert, to me personally know, who, being by me duly sworn, says that he is a second President of AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.



Paul H. Stans
Notary Public

My Commission Expires: My Commission Expires Feb. 23, 1986

EXHIBIT A

Not in order

*changes only
56 units*

OLD IDENTIFYING NUMBERS

NEW IDENTIFYING NUMBERS

NSL 101607
NSL 101621
NSL 101624
NSL 101631
NSL 101632
NSL 101642
NSL 101657
NSL 101658
NSL 101672
NSL 101684
NSL 101688
NSL 101696
NSL 101721
NSL 101722
NSL 101726
NSL 101729
NSL 101731
NSL 101733
NSL 101736
NSL 101747
NSL 101757
NSL 101763
NSL 101765
NSL 101784
NSL 101822
NSL 101825
NSL 101826
NSL 101844
NSL 101846
NSL 101860
NSL 101865
NSL 101867
NSL 101871
NSL 101873
NSL 101879
NSL 101890
NSL 101892
NSL 101894
NSL 101625
NSL 101652
NSL 101665
NSL 101689
NSL 101710
NSL 101790
NSL 101845
NSL 101875
NSL 101645
NSL 101687
NSL 101859
NSL 101668
NSL 101628
NSL 101725
NSL 101608
NSL 101863
NSL 101851
NSL 101847

NCTR 101607
NCTR 101621
NCTR 101624
NCTR 101631
NCTR 101632
NCTR 101642
NCTR 101657
NCTR 101658
NCTR 101672
NCTR 101684
NCTR 101688
NCTR 101696
NCTR 101721
NCTR 101722
NCTR 101726
NCTR 101729
NCTR 101731
NCTR 101733
NCTR 101736
NCTR 101747
NCTR 101757
NCTR 101763
NCTR 101765
NCTR 101784
NCTR 101822
NCTR 101825
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NCTR 101865
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NCTR 101894
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